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Attorneys for Defendants
UBER TECHNOLOGIES, INC.
and OTTOMOTTO LLC

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

v.

UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING LLC,

Defendants.

Case No. 3:17-cv-00939-WHA

**DECLARATION OF THOMAS J.
PARDINI IN SUPPORT OF
PLAINTIFF WAYMO LLC'S
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL PORTIONS OF
ITS SUPPLEMENTAL OFFER OF
PROOF REGARDING OTTO
TRUCKING (DKT. 2055)**

I, Thomas J. Pardini, declare as follows:

1. I am a member of the Bar of the State of California and an attorney at the law firm of Morrison & Foerster LLP. I make this declaration based upon matters within my own personal knowledge and if called as a witness, I could and would competently testify to the matters set forth herein. I make this declaration in support of Plaintiff Waymo LLC's Administrative Motion to File Under Seal Portions of Its Supplemental Offer of Proof Regarding Otto Trucking (Dkt. 2055).

2. I have reviewed the following documents and confirmed that only the portions identified below merit sealing:

Document	Portions to Be Filed Under Seal
Waymo's Supplemental Offer of Proof Regarding Otto Trucking ("Supplemental Brief")	Red Boxes
Exhibit 3	Entire Document
Exhibit 5	Entire Document
Exhibit 9	Entire Document
Exhibit 10	Red Boxes
Exhibits 14-18	Entire Documents

3. The red boxes in Waymo's Supplemental Brief, as well as the entireties of Exhibits 9, 14, 17, and 18 contain highly confidential information regarding a business agreement, including terms and conditions such as the specific obligations and responsibilities of each party, as well as detailed commercial and financial terms. This information is not publicly known, and its confidentiality is strictly maintained. I understand that disclosure of this information could allow competitors and counterparties to gain insight into how Uber has structured its business agreements, allowing them to tailor their own negotiation or business strategy to the detriment of Uber.

1 4. The entirety of Exhibit 3 contains confidential information regarding Otto's
2 software development procedures and database organization. This information is not publicly
3 known, and its confidentiality is strictly maintained. I understand that disclosure of this
4 information could allow competitors to learn how Otto structures its software development
5 process, such that Defendants' competitive standing could be harmed.

6 5. The entirety of Exhibit 5 contains highly confidential information regarding a draft
7 budget forecast and other financial estimates. This information is not publicly known, and its
8 confidentiality is strictly maintained. I understand that disclosure of this information would give
9 competitors knowledge into financial estimates regarding various elements of Uber's business.
10 Uber's competitive standing could be significantly harmed.

11 6. The red boxes in Exhibit 10 contain contact information of company employees,
12 whose electronic communications may become compromised if this information were disclosed
13 to the public. Defendants seek to seal this information in order to protect the privacy of these
14 individuals because this lawsuit is currently the subject of extensive media coverage. Disclosure
15 of this information could expose these individuals to harm or harassment.

16 7. The entirety of Exhibit 15 is a set of internal company notes containing highly
17 confidential information regarding business agreements, technical considerations, market
18 strategy, and organizational structure. The entirety of Exhibit 16 is an internal company email
19 containing similar confidential information regarding company business strategy and
20 organizational logistics. This information is not publicly known, and its confidentiality is strictly
21 maintained. I understand that disclosure of this information could allow competitors to acquire
22 detailed knowledge into Uber's company strategy, including technical, business, and market
23 considerations. Uber's competitive standing could be significantly harmed.

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8. Defendants' request to seal is narrowly tailored to the portions of Waymo's Supplemental Brief and supporting exhibits that merit sealing.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of October, 2017 at San Francisco, California.

Thomas J. Pardini

ATTESTATION OF E-FILED SIGNATURE

I, Arturo J. González, am the ECF User whose ID and password are being used to file this Declaration. In compliance with Civil L.R. 5-1(i)(3), I hereby attest that Thomas J. Pardini has concurred in this filing.

Dated: October 27, 2017

/s/ Arturo J. González

ARTURO J. GONZÁLEZ